

# **EXHIBIT B**

## **[PROPOSED] ORDER**

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9 *Proposed Attorneys for Debtors*  
10 *and Debtors in Possession*

11 **UNITED STATES BANKRUPTCY COURT**  
12 **NORTHERN DISTRICT OF CALIFORNIA**  
13 **SAN FRANCISCO DIVISION**

14 In re

15 PG&E CORPORATION,

16 -and-

17 PACIFIC GAS AND ELECTRIC  
18 COMPANY,  
19 Debtors.

- 20 ☐ Affects PG&E Corporation  
21 ☐ Affects Pacific Gas and Electric Company  
22 ☒ Affects both Debtors

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**[PROPOSED] ORDER AMENDING  
ORDER PURSUANT TO 11 U.S.C. § 327(e)  
AND FED. R. BANKR. P. 2014(a) AND  
2016 FOR AUTHORITY TO RETAIN  
AND EMPLOY MUNGER, TOLLES &  
OLSON LLP AS COUNSEL FOR  
CERTAIN MATTERS AS OF THE  
PETITION DATE**

[No hearing requested]

[Relates to Dkt. No. 1677]

1           Upon the application, dated October 28, 2019 (the “**Second Application to Amend**”), of  
2 PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as  
3 debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-  
4 captioned chapter 11 cases (the “**Chapter 11 Cases**”), to amend *Order Pursuant to 11 U.S.C.*  
5 *§ 327(e) and Fed. R. Bankr. P. 2014(a) and 2016 for Authority to Retain and Employ Munger,*  
6 *Tolles & Olson LLP as Counsel for Certain Matters Effective as of the Petition Date* [Dkt No.  
7 1677] (the “**Retention Order**”), as amended by that *Order Amending Order Pursuant to 11*  
8 *U.S.C. § 327(e) and Fed. R. Bankr. P. 2014(a) and 2016 for Authority to Retain and Employ*  
9 *Munger, Tolles & Olson LLP as Counsel for Certain Matters as of the Petition Date* [Dkt. No.  
10 4083] (the “**First Amended Retention Order**”); and this Court having jurisdiction to consider the  
11 Application to Amend and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and  
12 the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24  
13 and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the  
14 Northern District of California (the “**Bankruptcy Local Rules**”); and consideration of the Second  
15 Application to Amend and the requested relief being a core proceeding pursuant to 28 U.S.C.  
16 § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and  
17 due and proper notice of the Second Application to Amend having been provided to the parties  
18 listed therein, and it appearing that no other or further notice need be provided; and this Court  
19 having reviewed the Second Application to Amend and the Weissmann Declaration; and upon the  
20 record of the Hearing (if any was held) and all of the proceedings had before the Court; and this  
21 Court having found and determined that the relief sought in the Second Application to Amend is  
22 in the best interests of the Debtors, their estates, creditors, shareholders, and all parties in interest;  
23 and that the legal and factual bases set forth in the Second Application to Amend establish just  
24 cause for the relief granted herein; and after due deliberation and sufficient cause appearing  
25 therefor,

26           **IT IS HEREBY ORDERED THAT:**

- 27           1. The Second Application to Amend is granted as provided herein.
- 28

- 1           2. The Retention Order is hereby further amended to provide that the Specific Matters  
2           include:
- 3               a. Representing and advising the Debtors in connection with CPUC Decision No.  
4               18-01-022 and any related administrative or civil proceedings;
- 5               b. Representing and advising the Debtors in connection with any civil,  
6               administrative, or criminal investigations or proceedings arising from the  
7               Kincade fire.
- 8           3. Subject to the foregoing clarifying amendment and the First Amended Retention Order,  
9           the Retention Order remains in effect and is incorporated herein by reference;
- 10          4. Notice of the Second Application to Amend as provided therein shall be deemed good  
11          and sufficient notice of the Second Application to Amend;
- 12          5. To the extent the Second Application to Amend is inconsistent with this Order, the  
13          terms of this Order shall govern;
- 14          6. This Court shall retain jurisdiction to hear and determine all matters arising from or  
15          related to the implementation, interpretation, or enforcement of this Order.

16                                   \*\*END OF ORDER\*\*  
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